TESLA MOTORS INC
Form 8-K
June 06, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 3, 2014

Tesla Motors, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34756**	**91-2197729**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3500 Deer Creek Road

Palo Alto, California 94304

(Address of principal executive offices, including zip code)

(650) 681-5000

(Registrant s telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 3, 2014, Tesla Motors, Inc. (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the Company s stockholders voted on the following five proposals and the Company s inspector of election certified the vote tabulations indicated below.

Proposal 1

The individuals listed below were elected as Class I directors at the Annual Meeting to serve on the Company s Board of Directors for a term of three years or until their respective successors are duly elected and qualified.

	For	Withheld	Broker Non-Votes
Elon Musk	71,557,798	2,018,447	26,938,394
Stephen T. Jurvetson	72,647,245	929,000	26,938,394

Proposal 2

Proposal 2 was a management proposal to hold an advisory vote on executive compensation, as described in the proxy materials. This proposal was approved.

For	Against	Abstained	Broker Non-Votes
69,454,285	3,879,131	242,829	26,938,394

Proposal 3

Proposal 3 was a management proposal to approve an amendment and restatement of the Tesla Motors, Inc. 2010 Equity Incentive Plan, as described in the proxy materials. This proposal was approved.

For	Against	Abstained	Broker Non-Votes
46,319,147	24,922,861	2,334,237	26,938,394

Proposal 4

Proposal 4 was a management proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal year ending December 31, 2014, as described in the proxy materials. This proposal was approved.

For	Against	Abstained	Broker Non-Votes

99,214,918	885,268	414,453	0

Proposal 5

Proposal 5 was a stockholder proposal regarding supermajority stockholder voting provisions, as described in the proxy materials. This stockholder proposal was not approved.

For	Against	Abstained	Broker Non-Votes
30,793,920	42,430,080	352,245	26,938,394

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TESLA MOTORS, INC.

By: /s/ Deepak Ahuja
Deepak Ahuja

Chief Financial Officer

Date: June 6, 2014